

RECORDATION NO. 22445-H FILED

ALVORD AND ALVORD  
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OCT 02 '06 9-30 AM  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 2, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an STB Memorandum of Assignment and Assumption Agreement (HL 13), dated as of October 2, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 22445.

The names and addresses of the parties to the enclosed document are:

Assignor: Bombardier Capital Rail Inc.  
12735 Gran Bay Parkway West  
Suite 1000  
Jacksonville Florida 32258

Assignee: CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, New York 10036

Mr. Vernon A. Williams  
October 2, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

766 cars within the following as more particularly set forth in the Annex attached to the document:

IBT 019600 – IBT 019849  
NBIX 032727 – NBIX 032824  
NRLX 032172– NRLX 032249  
NRLX 032726– NRLX 032825  
NRLX 056267 – NRLX 056424  
NRLX 058006 – NRLX 058149  
NRLX 062150 – NRLX 062249  
NRLX 400370 – NRLX 400469  
TR 400371 –TR 400468

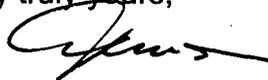
A short summary of the document to appear in the index is:

STB Memorandum of Assignment and Assumption Agreement (HL 13)

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

**STB MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (HL 13)**

Memorandum of Assignment and Assumption Agreement, dated as of October 2, 2006 (this "Memorandum"), by and between Bombardier Capital Rail Inc., a Minnesota corporation ("Assignor"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation ("Assignee").

1. The filings described in Annex A attached hereto (the "Filed Documents") have been made with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. § 11301(a) in respect of the railcars described in Annex B attached hereto (the "Railcars").

2. Pursuant to one or more Assignment and Assumption Agreements, each dated as of October 2, 2006 (collectively, the "Assignment and Assumption Agreement"), by and between Assignor and Assignee:

(a) Assignor sold, conveyed, assigned, transferred and delivered to Assignee, and Assignee purchased from Assignor and accepted assignment from Assignor of, all of Assignor's right, title and interest in, to and under, among other things, (i) the Railcars and (ii) to the extent of any such right, title or interest, the Filed Documents and any document of which such a Filed Document is a summary (each such summarized document, an "Underlying Document"); and

(b) Assignee assumed from Assignor and agreed to thereafter pay, perform, fulfill, discharge and otherwise satisfy in accordance with their respective terms, and Assignor sold, conveyed assigned, transferred and delivered to Assignee, among other things, certain obligations and other liabilities of Assignor under the Underlying Documents and otherwise with respect to the Railcars.

3. By recording this Memorandum with the STB, Assignor and Assignee desire to evidence for the public record the existence of the Assignment and Assumption Agreement and the respective interests of Assignor and Assignee in the Railcars, Filed Documents and Underlying Documents.

[signature pages follow]

RECORDATION NO. 22445-H FILED

OCT 02 '06 9-30AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Memorandum of Assignment and Assumption Agreement as of the date first above written.

BOMBARDIER CAPITAL RAIL INC.

By:   
Name: Richard S. Mitchell  
Title: Vice President and General Manager

By:   
Name: George N. Demas  
Title: Vice President, Legal Services  
and Secretary

State of New York )  
County of New York ) SS.

On this \_\_\_ day of \_\_\_\_\_, 2006 before me personally appeared Richard S. Mitchell to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he is the Vice President and General Manager of Bombardier Capital Rail Inc. and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and official seal.

  
Notary Public in and for said [SEAL]  
County and State  
JOANNA FERRERI  
Notary Public, State Of New York  
No. 01FE6096908  
Qualified In New York County  
Commission Expires 08/11/20 07

State of New York )  
County of New York ) SS.

On this \_\_\_ day of \_\_\_\_\_, 2006 before me personally appeared George N. Demas to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that he is the Vice President, Legal Services and Secretary of Bombardier Capital Rail Inc. and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and official seal.

  
Notary Public in and for said [SEAL]  
County and State  
JOANNA FERRERI  
Notary Public, State Of New York  
No. 01FE6096908  
Qualified In New York County  
Commission Expires 08/11/20 07

[STB Assignment and Assumption Agreement (HL 13)]

THE CIT GROUP EQUIPMENT/FINANCING, INC.

By: Richard D'Annunzio  
Name: Richard D'Annunzio  
Title: Vice President

State of New York )  
County of New York ) SS.

On this 28<sup>th</sup> day of September, 2006 before me personally appeared Richard D'Annunzio, to me personally known (or proved to me on the basis of satisfactory evidence), who being by me duly sworn, says that (s)he is the Vice President of The CIT Group Equipment/Financing, Inc. and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and official seal.

Rose Mentrone  
Notary Public in and for said  
County and State

[SEAL]

**ROSE MENTRONE**  
Notary Public, State of New York  
No. 0188430209  
Qualified in New York County  
Commission Expires Jan. 31, 2010

Annex A

1. Memorandum of Lease Agreement (1999C-1), dated as of September 29, 1999, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on September 30, 1999 at 10:00 a.m. under Recordation Number 22445.
2. Memorandum of Lease Supplement (1999C-1) No. 1, dated September 30, 1999, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on September 30, 1999 at 10:00 a.m. under Recordation Number 22445-A.
3. Memorandum of Indenture and Security Agreement (1999C-1), dated as of September 29, 1999, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on September 30, 1999 at 10:00 a.m. under Recordation Number 22445-B.
4. Memorandum of Indenture Supplement (1999C-1) No. 1, dated September 30, 1999, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on September 30, 1999 at 10:00 a.m. under Recordation Number 22445-C.
5. Memorandum of Lease Assignment (1999C-1), dated as of September 30, 1999, Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on September 30, 1999 at 10:00 a.m. under Recordation Number 22445-D.
6. Notice, dated as of June 13, 2006, by Bombardier Capital Rail Inc., Lessee, respecting Manufacturers and Traders Trust Company, successor to Allfirst Financial Center National Association, Lessor, filed with the Board on June 15, 2006 at 2:58 p.m. under Recordation Number 22445-E.
7. Notice, dated as of August 28, 2006, by Bombardier Capital Rail Inc., Lessee, respecting Manufacturers and Traders Trust Company, Lessor, and, filed with the Board on August 30, 2006 at 1:03 p.m. under Recordation Number 22445-F.
8. Notice, dated as of October 1, 2006, by Bombardier Capital Rail Inc., Lessee, respecting Manufacturers and Traders Trust Company, Lessor, and, filed with the Board on October 2, 2006 at \_\_:\_\_ a.m. under Recordation Number 22445-G
9. Memorandum of Lease Agreement, dated as of September 30, 1998, between Greenbrier Leasing Corporation, Lessor, and Minnesota, Dakota & Western Railway Company, Lessee, filed with the Board on October 23, 1998 at 10:56 a.m. under Recordation Number 21316-D.

Annex A

10. Amendment, dated as of November 4, 1998, between Greenbrier Leasing Corporation, Lessor, and Minnesota, Dakota & Western Railway Company, Lessee, filed with the Board on November 23, 1998 at 1:33 p.m. under Recordation Number 21316-E.
11. Memorandum of Assignment and Assumption Agreement, dated as of August 11, 1999, between Greenbrier Leasing Corporation, Assignor, and Bombardier Capital Rail Inc., Assignee, filed with the Board on August 17, 1999 at 1:15 p.m. under Recordation Number 21316-N.
12. Memorandum of Railcar Net Lease Agreement, dated as of November 30, 1999, between Bombardier Capital Rail Inc., Lessor, and Fina Oil and Chemical Company, Lessee, filed with the Board on March 10, 2000 at 9:55 p.m. under Recordation Number 22822.
13. Notice (of change of name of Lessee), dated as of September 12, 2006, by Bombardier Capital Rail Inc., Lessor, with respect to ATOFINA Petrochemicals, Inc. (formerly Fina Oil and Chemical Company), Lessee, filed with the Board on September 13, 2006 at 11:33 a.m. under Recordation Number 22822-A.
14. Memorandum of Railcar Net Lease Agreement, dated as of January 11, 2001, between Bombardier Capital Rail Inc., Lessor, and Cereal Food Processors, Lessee, filed with the Board on August 2, 2001 at 4:05 p.m. under Recordation Number 23592.
15. Memorandum of Railcar Net Lease Agreement, dated as of April 3, 2001, between Bombardier Capital Rail Inc., Lessor, and Ash Grove Cement Company, Lessee, filed with the Board on August 3, 2001 at 9:10 a.m. under Recordation Number 23595.
16. Memorandum of Railcar Net Lease Agreement, dated as of April 6, 2001, between Bombardier Capital Rail Inc., Lessor, and Ash Grove Cement Company, Lessee, filed with the Board on August 3, 2001 at 9:17 a.m. under Recordation Number 23596.
17. Memorandum of Railcar Net Lease Agreement, dated as of March 17, 2002, between Bombardier Capital Rail Inc., Lessor, and Ash Grove Cement Company, Lessee, filed with the Board on May 7, 2003 at 11:26 p.m. under Recordation Number 23596-A.

Annex B

Schedule #	Car Type	Current Car #	Original Car #	Previous Car #	Total	Leases
1	Box 60ft	NRLX400370	NS 470785	TR 400370	1	
		TR 400371	NS 470786	NS 470786	1	
		TR 400372	NS 470787	NS 470787	1	
		TR 400373	NS 470788	NS 470788	1	
		TR 400374	NS 470789	NS 470789	1	
		TR 400375	NS 470790	NS 470790	1	
		TR 400376	NS 470791	NS 470791	1	
		TR 400377	NS 470792	NS 470792	1	
		TR 400378	NS 470793	NS 470793	1	
		NRLX400379	NS 470794	TR 400379	1	
		NRLX400380	NS 470795	TR 400380	1	
		NRLX400381	NS 470796	TR 400381	1	
		TR 400382	NS 470797	NS 470797	1	
		TR 400383	NS 470798	TR 400383	1	
		TR 400384	NS 470799	NS 470799	1	
		NRLX400385	NS 470800	TR 400385	1	
		TR 400386	NS 470801	NS 470801	1	
		TR 400387	NS 470802	NS 470802	1	
		TR 400388	NS 470803	NS 470803	1	
		NRLX400389	NS 470804	TR 400389	1	
		TR 400390	NS 470805	NS 470805	1	
		TR 400391	NS 470806	NS 470806	1	
		NRLX400393	NS 470808	TR 400393	1	
		NRLX400394	NS 470809	TR 400394	1	
		TR 400395	NS 470810	NS 470810	1	
		TR 400396	NS 470811	NS 470811	1	
		TR 400397	NS 470812	NS 470812	1	
		TR 400398	NS 470813	NS 470813	1	
		TR 400399	NS 470814	NS 470814	1	
		TR 400400	NS 470815	NS 470815	1	
		TR 400401	NS 470816	NS 470816	1	
		NRLX400402	NS 470817	TR 400402	1	
		TR 400403	NS 470818	NS 470818	1	
		NRLX400404	NS 470819	TR 400404	1	
		NRLX400405	NS 470820	TR 400405	1	
		TR 400406	NS 470821	NS 470821	1	
		TR 400407	NS 470822	NS 470822	1	
		TR 400408	NS 470823	NS 470823	1	
		TR 400410	NS 470825	NS 470825	1	
		TR 400411	NS 470826	NS 470826	1	
		TR 400412	NS 470827	NS 470827	1	
		NRLX400413	NS 470828	TR 400413	1	
		TR 400414	NS 470829	NS 470829	1	
		TR 400415	NS 470830	NS 470830	1	

Annex B

TR 400416	NS 470831	NS 470831	1
TR 400417	NS 470832	NS 470832	1
TR 400418	NS 470833	NS 470833	1
TR 400419	NS 470834	NS 470834	1
NRLX400420	NS 470835	TR 400420	1
TR 400421	NS 470836	NS 470836	1
NRLX400422	NS 470837	TR 400422	1
TR 400423	NS 470838	NS 470838	1
TR 400424	NS 470839	NS 470839	1
NRLX400425	NS 470840	TR 400425	1
TR 400426	NS 470841	NS 470841	1
TR 400427	NS 470842	NS 470842	1
TR 400428	NS 470843	NS 470843	1
TR 400429	NS 470844	NS 470844	1
TR 400430	NS 470845	NS 470845	1
TR 400431	NS 470846	NS 470846	1
TR 400432	NS 470847	NS 470847	1
TR 400433	NS 470848	NS 470848	1
TR 400434	NS 470849	NS 470849	1
TR 400435	NS 470850	NS 470850	1
TR 400436	NS 470851	NS 470851	1
TR 400437	NS 470852	NS 470852	1
TR 400438	NS 470853	NS 470853	1
NRLX400439	NS 470854	TR 400439	1
TR 400440	NS 470855	NS 470855	1
TR 400441	NS 470856	NS 470856	1
TR 400442	NS 470857	NS 470857	1
TR 400443	NS 470858	NS 470858	1
TR 400444	NS 470859	NS 470859	1
TR 400445	NS 470860	NS 470860	1
TR 400446	NS 470861	NS 470861	1
TR 400447	NS 470862	NS 470862	1
TR 400448	NS 470863	NS 470863	1
TR 400449	NS 470864	NS 470864	1
TR 400450	NS 470865	NS 470865	1
TR 400451	NS 470866	NS 470866	1
TR 400452	NS 470867	NS 470867	1
TR 400453	NS 470868	NS 470868	1
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TR 400456	NS 470871	NS 470871	1
NRLX400457	NS 470872	TR 400457	1
TR 400458	NS 470873	NS 470873	1
TR 400459	NS 470874	NS 470874	1
TR 400460	NS 470875	NS 470875	1
TR 400461	NS 470876	NS 470876	1
TR 400462	NS 470877	NS 470877	1
NRLX400463	NS 470878	TR 400463	1

TR 400464	NS 470879	NS 470879	1	
TR 400465	NS 470880	NS 470880	1	
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TR 400468	NS 470883	NS 470883	1	
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NBIX032823	NRLX032823	TR 032823	1
NBIX032824	NRLX032824	TR 032824	1

	NRLX032825	NRLX032825	TR 032825	1
Plastics	NRLX058006	NRLX058006	NRLX058006	1
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	NRLX058022	NRLX058022	NRLX058022	1
	NRLX058023	NRLX058023	NRLX058023	1
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		NRLX062218	NRLX062218	NRLX062218	1	22822
		NRLX062219	NRLX062219	NRLX062219	1	22822
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		NRLX062249	NRLX062249	NRLX062249	1	22822
		<b>2 Total</b>			<b>354</b>	
	<b>3 Pressurized Differentials</b>	NRLX056267	NRLX056267	NRLX056267	1	
		NRLX056268	NRLX056268	NRLX056268	1	23592
		NRLX056272	NRLX056272	NRLX056272	1	
		NRLX056273	NRLX056273	NRLX056273	1	
		NRLX056275	NRLX056275	NRLX056275	1	23592
		NRLX056279	NRLX056279	NRLX056279	1	23592
		NRLX056280	NRLX056280	NRLX056280	1	
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		NRLX056283	NRLX056283	NRLX056283	1	
		NRLX056284	NRLX056284	NRLX056284	1	
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		NRLX056287	NRLX056287	NRLX056287	1	
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NRLX056299	NRLX056299	NRLX056299	1
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NRLX056310	NRLX056310	NRLX056310	1
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NRLX056323	NRLX056323	NRLX056323	1
NRLX056325	NRLX056325	NRLX056325	1
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NRLX056416	NRLX056416	NRLX056416	1
NRLX056418	NRLX056418	NRLX056418	1
NRLX056419	NRLX056419	NRLX056419	1

23592

	NRLX056420	NRLX056420	NRLX056420	1
	NRLX056421	NRLX056421	NRLX056421	1
	NRLX056422	NRLX056422	NRLX056422	1
	NRLX056424	NRLX056424	NRLX056424	1
<b>3 Total</b>				<b>66</b>
<b>Grand Total</b>				<b>766</b>

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/2/06



\_\_\_\_\_  
Robert W. Alvord